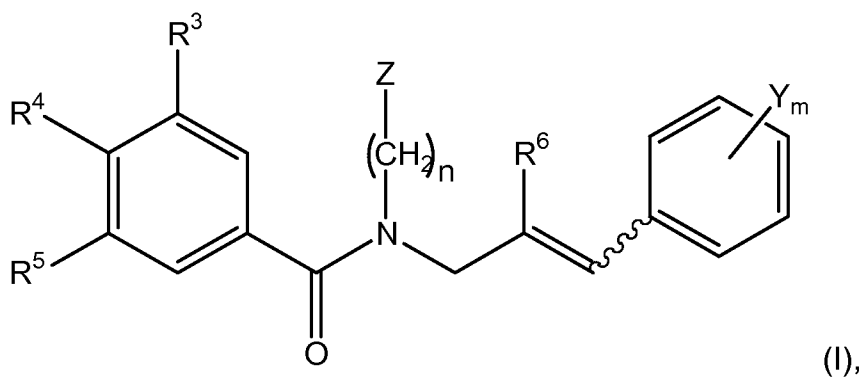


I. Listing of Claims

Please amend the claims as follows (the changes in these claims are shown with ~~strikethrough~~ for deleted text and underlines for added text). A complete listing of the claims is listed below with proper claim identifiers. This listing of claims will replace all prior versions, and listings, of claims in the application.

What is claimed is:

1. (Currently Amended) A ~~modulator~~ compound of the structure (I), or a salt thereof:



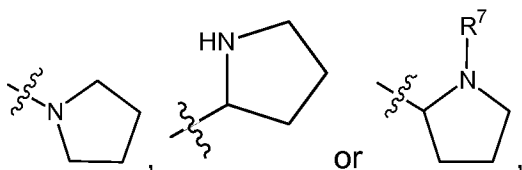
where m is an integer from 1 to 5;

each Y is independently selected from the group consisting of hydrogen, halogen, -CN, -NO₂, -OH, -OR', -C(O)R', -CO₂R', -O(CO)R', -C(O)NR'R'', -OC(O)NR'R'', -SR', -SOR', -SO₂R', -SO₂NR'R'', -NR'R'', -NR'C(O)R'', -NR'C(O)₂R'', -NR'SO₂R'', -NR'(CO)NR'R''', unsubstituted or substituted C₁₋₈ alkyl, unsubstituted or substituted C₂₋₈ alkenyl, unsubstituted or substituted C₂₋₈ alkynyl, unsubstituted or substituted C₃₋₈ cycloalkyl, and unsubstituted or substituted C₆₋₁₀ aryl;

where each R', R'' and R''' are each independently from the group consisting of:
hydrogen, halogen, unsubstituted or substituted C₁₋₈ alkyl, and
unsubstituted or substituted C₆₋₁₀ aryl;

n is 0, 1, 2 or 3;

Z is a substituted or unsubstituted group of the formulae:



where R⁷ is selected from the group consisting of hydrogen, -C(O)R', -CO₂R', -C(O)NR'R'', -SO₂R', unsubstituted or substituted C₁₋₁₀ alkyl, unsubstituted or substituted C₁₋₈ alkoxy, unsubstituted or substituted C₂₋₁₀ alkenyl, unsubstituted or substituted C₂₋₁₀ alkynyl, unsubstituted or substituted C₃₋₁₀ cycloalkyl, unsubstituted or substituted C₆₋₁₀ aryl, and C₆₋₁₀ aryloxy, where each R', R'' and R''' are each independently from the group consisting of: hydrogen, halogen, unsubstituted or substituted C₁₋₈ alkyl, and unsubstituted or substituted C₆₋₁₀ aryl;

R⁶ is alkyl, hydrogen, or halogen; and

R³, R⁴, and R⁵ are each independently selected from the group consisting of hydrogen, halogen, -CN, -NO₂, -OH, -OR', -C(O)R', -CO₂R', -O(CO)R', -C(O)NR'R'', -OC(O)NR'R'', -SR', -SOR', -SO₂R', -SO₂NR'R'', -NR'R'', -NR'C(O)R'', -NRC(O)₂R'', -NR'SO₂R'', -NR'(CO)NR'R'', unsubstituted or substituted C₁₋₈ alkyl, unsubstituted or substituted C₂₋₈ alkenyl, unsubstituted or substituted C₂₋₈ alkynyl, unsubstituted or substituted C₃₋₈ cycloalkyl, and unsubstituted or substituted C₆₋₁₀ aryl.

2. (Currently Amended) The ~~modulator~~ compound of claim 1, where R⁶ is hydrogen.

3. (Currently Amended) The ~~modulator~~ compound of claim 1, where R⁶ is substituted or unsubstituted C₁₋₈ alkyl.

4. (Currently Amended) The ~~modulator~~ compound of claim 1, where R⁶ is halogen.

5. (Currently Amended) The ~~modulator~~ compound of claim 1, where R³, R⁴, and R⁵ are each independently selected from the group consisting of hydrogen, -OR', and substituted or unsubstituted C₁₋₈ alkyl.

6. (Currently Amended) The ~~modulator~~ compound of claim 1, where R³, R⁴, and R⁵ are each independently selected from the group consisting of -OR' and hydrogen.

7. (Currently Amended) The ~~modulator~~ compound of claim 1, where R³, R⁴, and R⁵ are each -OR', where R' is substituted C₁₋₈ alkyl.

8. (Canceled)

9. (Canceled)

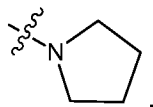
10. (Cancelled)

11. (Cancelled)

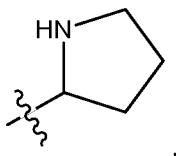
12. (Cancelled)

13. (Cancelled)

14. (Currently Amended) The ~~modulator~~ compound of claim 1, where Z is a substituted or unsubstituted group of the formula:



15. (Currently Amended) The ~~modulator~~ compound of claim 1, where Z is a substituted or unsubstituted group of the formula:

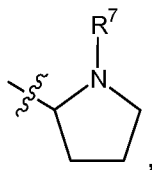


16. (Canceled)

17. (Canceled)

18. (Canceled)

19. (Currently Amended) The ~~modulator~~ compound of claim 1, where Z is a substituted or unsubstituted group of the formula:



where R⁷ is selected from the group consisting of hydrogen, -C(O)R', -CO₂R', -C(O)NR'R'', -SO₂R', unsubstituted or substituted C₁₋₁₀ alkyl, unsubstituted or substituted C₁₋₈ alkoxy, unsubstituted or substituted C₂₋₁₀ alkenyl, unsubstituted or substituted C₂₋₁₀ alkynyl, unsubstituted or substituted C₃₋₁₀ cycloalkyl, unsubstituted or substituted C₆₋₁₀ aryl, and C₆₋₁₀ aryloxy.

20. (Currently Amended) The ~~modulator~~ compound of claim 1, where R⁷ is substituted or unsubstituted C₁₋₁₀ alkyl, substituted or unsubstituted C₁₋₁₀ alkoxy, substituted or unsubstituted aryloxy, or substituted or unsubstituted C₃₋₁₀ cycloalkyl.

21. (Currently Amended) The ~~modulator~~ compound of claim 1, where n is 1, 2, or 3.

22. (Currently Amended) The ~~modulator~~ compound of claim 1, where m is 1 or 2, and each Y is a halogen.

23. (Currently Amended) The ~~modulator~~ compound of claim 1, where m is 0.

24. (Currently Amended) The ~~modulator~~ compound of claim 1, where substituted alkyl, substituted alkenyl, substituted alkynyl and substituted cycloalkyl can each independently be substituted 1 to 3 times with halogen, -OR', -NR'R'', -SR', -

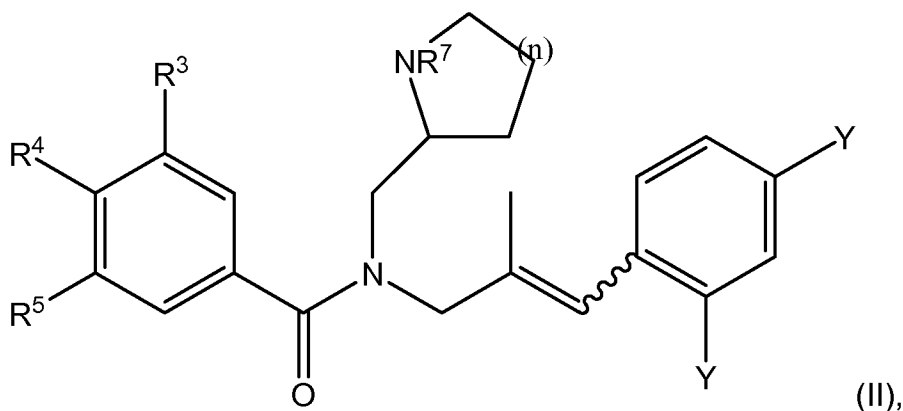
SiR'R''R''', -OC(O)R', -C(O)R', -CO₂R', -CONR'R'', -OC(O)NR'R'', -NR''C(O)R', -NR'-C(O)NR''R''', -NR''C(O)₂R', -S(O)R', -S(O)₂R', -S(O)₂NR'R'', -NR'S(O)₂R'', -CN, oxo (=O or -O-) or -NO₂, where R', R'' and R''' each are independently selected from the group consisting of hydrogen, halogen, unsubstituted C₁₋₈ alkyl, unsubstituted C₃₋₆ cycloalkyl, unsubstituted C₂₋₈ alkenyl, unsubstituted or C₂₋₈ alkynyl, and unsubstituted aryl.

25. (Currently Amended) The ~~modulator~~ compound of claim 1, where substituted aryl can each independently be substituted 1 to 3 times with halogen, unsubstituted or substituted alkyl, unsubstituted or substituted alkenyl, unsubstituted or substituted alkynyl, unsubstituted or substituted cycloalkyl, -OR', oxo (=O or -O), -OC(O)R', -NR'R'', -SR', -R', -CN, -NO₂, -CO₂R', -CONR'R'', -C(O)R', -OC(O)NR'R'', -NR''C(O)R', -NR''C(O)₂R', -NR'-C(O)NR''R''', -NH-C(NH₂)=NH, -NR'C(NH₂)=NH, -NH-C(NH₂)=NR', -S(O)R', -S(O)₂R', -S(O)₂NR'R'', -NR'S(O)₂R'' and -N₃, where R', R'' and R''' are independently selected from the group consisting of hydrogen, halogen, unsubstituted C₁₋₈ alkyl, unsubstituted C₃₋₆ cycloalkyl, unsubstituted C₂₋₈ alkenyl, unsubstituted C₂₋₈ alkynyl, and unsubstituted or substituted aryl.

26. (Currently Amended) The ~~modulator~~ compound of claim 1, where substituted heterocyclyl can be substituted 1 to 3 times with halogen, unsubstituted or substituted alkyl, unsubstituted or substituted alkenyl, unsubstituted or substituted alkynyl, unsubstituted or substituted cycloalkyl, -OR', oxo (=O or -O), -OC(O)R', -NR'R'', -SR', -R', -CN, -NO₂, -OC(O)NR'R'', -NR''C(O)R', -NR''C(O)₂R', -NR'-C(O)NR''R''', -NH-C(NH₂)=NH, -NR'C(NH₂)=NH, -NH-C(NH₂)=NR', -S(O)R', -S(O)₂NR'R'', -NR'S(O)₂R'' and -N₃, where R', R'' and R''' are independently selected from the group

consisting of hydrogen, halogen, unsubstituted C₁₋₈ alkyl, unsubstituted or C₃₋₆ cycloalkyl, unsubstituted C₂₋₈ alkenyl, unsubstituted C₂₋₈ alkynyl, and unsubstituted aryl.

27. (Currently Amended) A ~~modulator~~ compound having the structure (II):



where n=1;

where each Y is independently hydrogen or halogen;

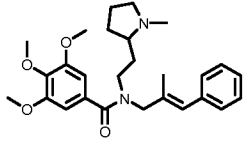
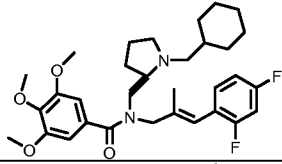
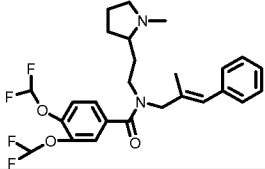
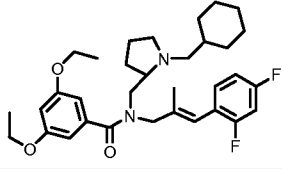
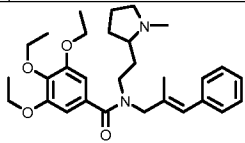
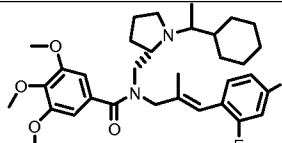
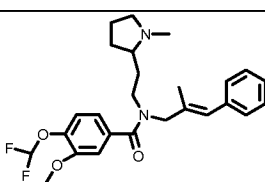
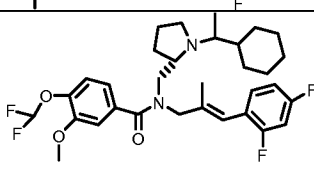
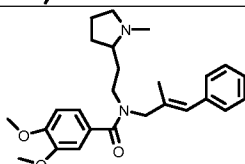
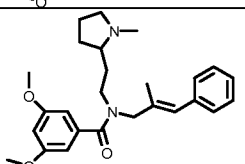
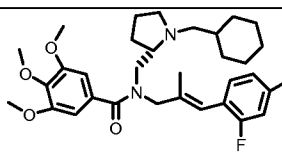
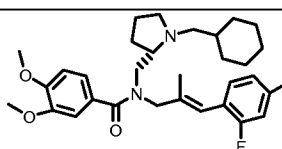
R³, R⁴, and R⁵ are each independently selected from the group consisting of hydrogen, halogen, and -OR'; and

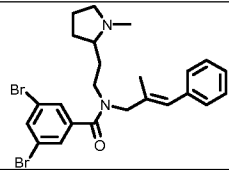
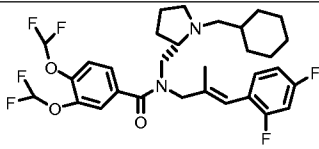
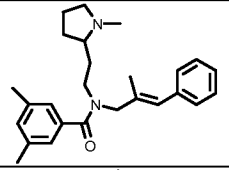
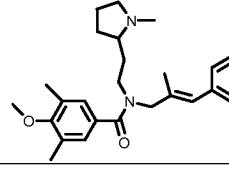
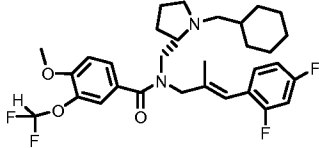
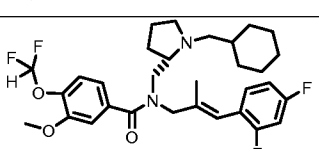
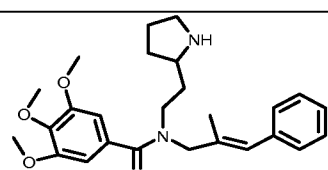
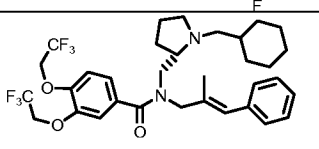
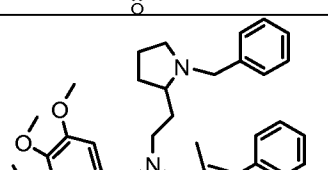
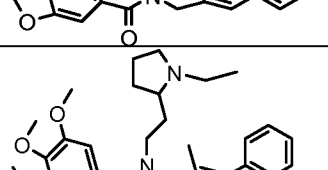
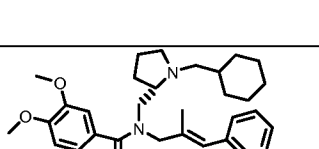
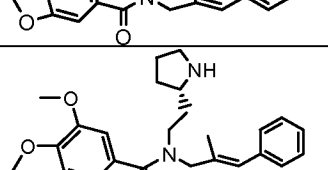
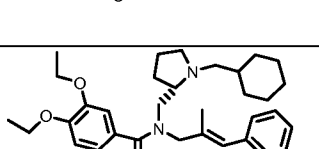
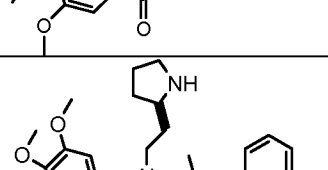
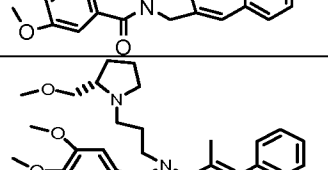
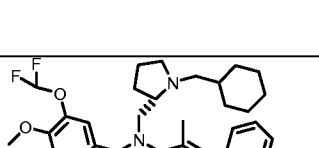
R⁷ is selected from the group consisting of hydrogen, -C(O)R', -CO₂R', -C(O)NR'R'', -SO₂R', unsubstituted or substituted C₁₋₈ alkyl (optionally C₁₋₈ alkoxyalkoxy, CH₂CH₂OCH₂CH₂OMe)alkyl, unsubstituted or substituted C₂₋₈ alkenyl, unsubstituted or substituted C₂₋₈ alkynyl, unsubstituted or substituted C₃₋₈ cycloalkyl, and unsubstituted or substituted C₆₋₁₀ aryl where each R', R'' and R''' are each independently from the group consisting of: hydrogen, halogen, unsubstituted or substituted C₁₋₈ alkyl, and unsubstituted or substituted C₆₋₁₀ aryl.

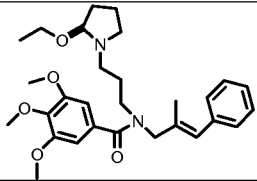
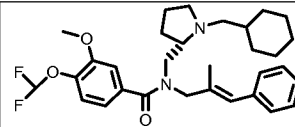
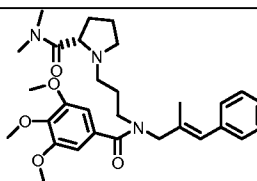
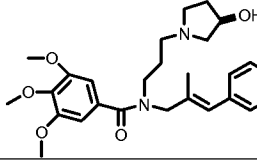
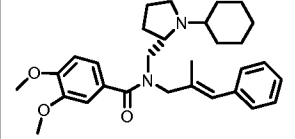
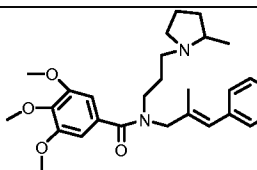
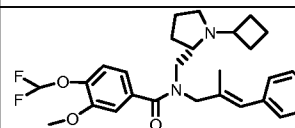
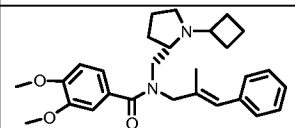
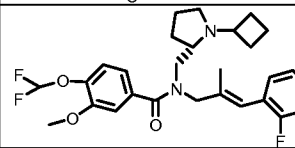
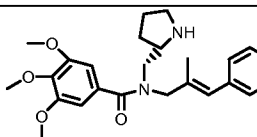
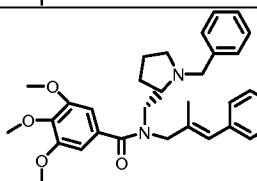
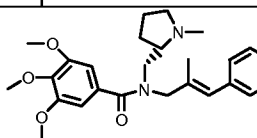
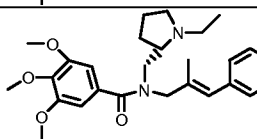
28. (Currently Amended) The ~~modulator~~ compound of claim 27, where R⁷ is C₁₋₈ alkoxyalkyloxy.

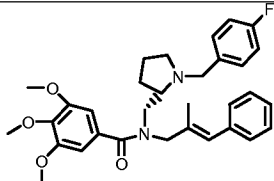
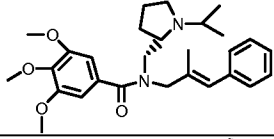
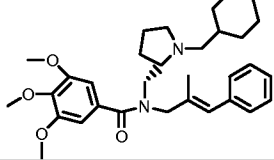
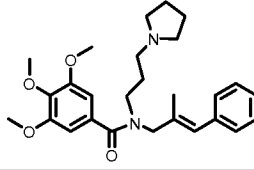
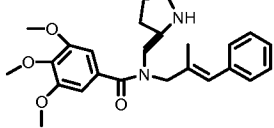
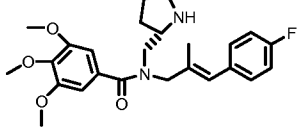
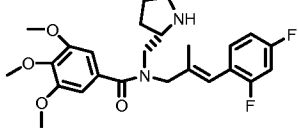
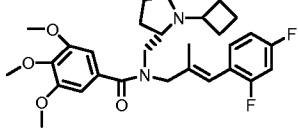
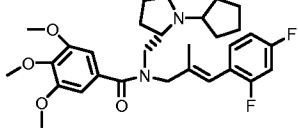
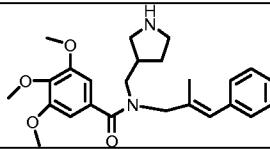
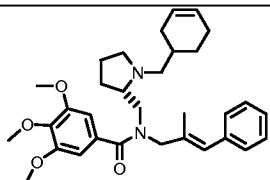
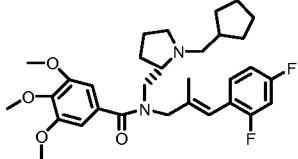
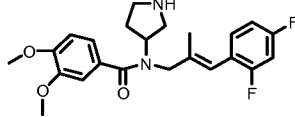
29. (Canceled)

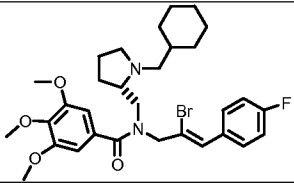
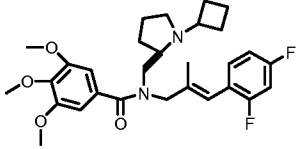
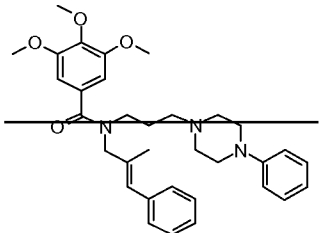
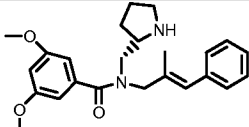
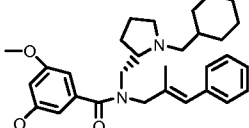
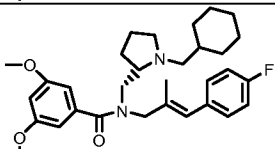
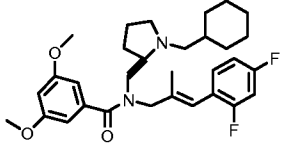
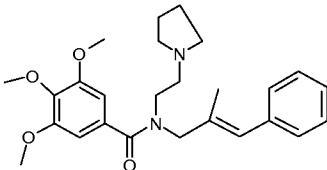
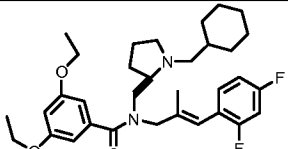
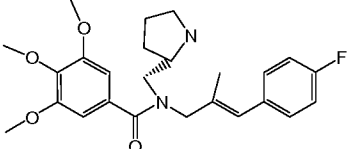
30. (Currently Amended) A ~~modulator~~ compound comprising one of the following formulae:

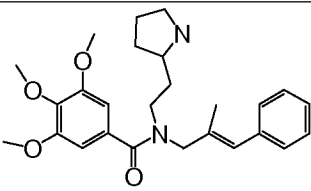
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31. (Currently Amended) A pharmaceutical composition comprising the ~~modulator~~ compound of claim 1 and a pharmaceutically acceptable carrier.

32. (Currently Amended) A pharmaceutical composition comprising the ~~modulator~~ compound of claim 27 and a pharmaceutically acceptable carrier.

33. (Currently Amended) A pharmaceutical composition comprising the ~~modulator~~ compound of claim 30 and a pharmaceutically acceptable carrier.

34. (Canceled).

35. (Canceled).

36. (Canceled).

37. (Canceled).

38. (Canceled).